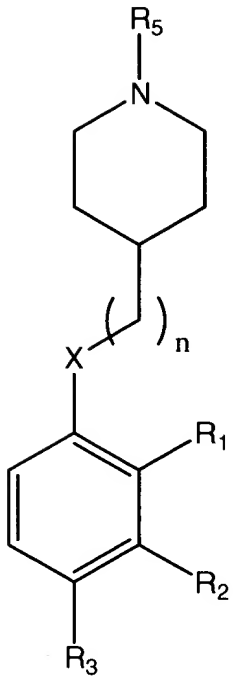


wherein X is O;

n is an integer from 0 to 3;

$R_5$ is $C_{1-10}$ alkyl, $C_{3-8}$ alkenyl, $C_{3-8}$ cycloalkyl, ($C_{3-8}$ cycloalkyl) $C_{1-6}$ alkyl, (phenyl)$C_{1-6}$ alkyl, (phenyl)$C_{3-8}$ alkenyl, or ($C_{1-8}$ alkylcarbonyl)$C_{1-8}$ alkyl;

one of $R_1$, $R_2$, and $R_3$ is W or G, wherein one of the remaining two is selected from H and halogen, and the third being hydrogen;

W is piperazinyl or morpholinyl;

G is piperazinylmethyl or morpholinylmethyl;

wherein each of the above alkyl, alkylene, alkenyl, alkenylene, alkynyl, alkynylene, heterocyclyl, cycloalkyl, and aryl groups may each be independently and optionally substituted with between 1 and 3 substituents selected from halo, amino, nitro, hydroxyl, and $C_{1-3}$ alkyl;

or a pharmaceutically acceptable salt, ester, or amide thereof.

2. (original) A compound of claim 1, wherein $R_5$ is $C_{1-5}$ alkyl, $C_{3-4}$ alkenyl, $C_{3-6}$ cycloalkyl, ($C_{3-6}$ cycloalkyl) $C_1$alkylene, (phenyl)$C_{1-3}$ alkylene, or (phenyl)$C_{3-4}$ alkenylene.

3. (original) A compound of claim 2, wherein $R_5$ is branched $C_{3-5}$ alkyl, $C_{3-6}$ cycloalkyl, and ($C_{3-6}$ cycloalkyl )$C_1$ alkylene.

4. (previously amended) A compound of claim 1, wherein one of $R_2$ and $R_3$ is W.

5. (previously amended) A compound of claim 4, wherein $R_2$ is W.

6. (previously amended) A compound of claim 4, wherein $R_3$ is W.

15. (previously amended) A compound of claim 1, wherein W is a substituted or unsubstituted N-morpholinyl.

20. (original) A compound of claim 18, wherein $R_5$ is $C_{1-5}$ alkyl, $C_{3-4}$ alkenyl, $C_{3-6}$ cycloalkyl, ($C_{3-6}$ cycloalkyl) $C_1$alkylene, (phenyl)$C_{1-3}$ alkylene, or (phenyl)$C_{3-4}$ alkenylene.

21. (original) A compound of claim 1, wherein n is 0 or 1.

22. (original) A compound of claim 21, wherein n is 0.

33. (previously amended) A compound of claim 1, wherein $R_5$ is $C_{1-5}$ alkyl, $C_{3-4}$ alkenyl, $C_{3-6}$ cycloalkyl, ($C_{3-6}$ cycloalkyl) $C_1$alkylene, (phenyl)C 1-3 alkylene, or (phenyl)C 3-4 alkenylene.

36. (original) A compound of claim 1, wherein one of $R_2$ and $R_3$ is W.

37. (original) A compound of claim 21, wherein $R_5$ is branched $C_{3-5}$ alkyl.

38. (original) A compound of claim 21, wherein $R_5$ is isopropyl or cyclopentyl.

43. (original) A compound of claim 1, selected from 1-Isopropyl-4-[4-(1-isopropyl-piperidin-4-yloxy)-phenyl]-piperazine, 1-[4-(1-Isopropyl-piperidin-4-yloxy)-phenyl]-piperazine, and 1-[4-(1-Isopropyl-piperidin-4-yloxy)-phenyl]-piperazine.

44. (previously amended) A compound of claim 1, selected from 4-[4-(1-sec-Butyl-piperidin-4-yloxy)-benzyl]-morpholine, 1-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-4-methyl-piperazine, 4-[4-(1-sec-Butyl-piperidin-4-yloxy)-benzyl]-morpholine, 1-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-4-phenyl-piperazine, 1-Benzyl-4-[4-(1-isopropyl-piperidin-4-yloxy)-benzyl]-piperazine, 4-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-morpholine, 4-[4-(1-Cyclohexyl-piperidin-4-yloxy)-benzyl]-morpholine, 4-[4-(1-Isobutyl-piperidin-4-yloxy)-benzyl]-morpholine, and 4-[4-(1-Propyl-piperidin-4-yloxy)-benzyl]-morpholine.

45. (previously amended) A compound of claim 1, selected from 4-[4-(1-sec-Butyl-piperidin-4-yloxy)-benzyl]-morpholine, 1-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-4-methyl-piperazine, 4-[4-(1-Cyclopentyl-piperidin-4-yloxy)-benzyl]-morpholine, 4-[4-(1-sec-Butyl-piperidin-4-yloxy)-benzyl]-morpholine, 1-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-4-phenyl-piperazine, 1-Benzyl-4-[4-(1-isopropyl-piperidin-4-yloxy)-benzyl]-piperazine, 4-[4-(1-Isopropyl-piperidin-4-yloxy)-benzyl]-morpholine, 4-[4-(1-Cyclohexyl-piperidin-4-yloxy)-benzyl]-morpholine, and 4-[4-(1-Isobutyl-piperidin-4-yloxy)-benzyl]-morpholine.

48. (original) A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

49. (currently deleted)

50. (deleted)

51. (previously amended) A method of treating a subject having a disease or condition selected from the group consisting of sleep/wake disorders, arousal/vigilance disorders, migraine, asthma, dementia, mild cognitive impairment, Alzheimer's disease, epilepsy, narcolepsy, eating disorders, motion sickness, vertigo, attention deficit hyperactivity disorders, learning disorders, memory retention disorders, schizophrenia, nasal congestion, allergic rhinitis, and upper airway allergic response, comprising administering to the subject a therapeutically effective amount of a compound of claim 1, 21, or 45.

56. (previously amended) A method for treating one or more disorders or conditions selected from the group consisting of sleep/wake disorders, narcolepsy, and arousal/vigilance disorders, comprising administering to a subject a therapeutically effective amount of a compound of claim 1, 21, or 45.

57. (previously amended) A method for treating attention deficit hyperactivity disorders (ADHD), comprising administering to a subject a therapeutically effective amount of a compound of claim 1, 21, or 45.

58. (previously amended) A method for treating one or more disorders or conditions selected from the group consisting of dementia, mild cognitive impairment (pre-dementia), cognitive dysfunction, schizophrenia, depression, manic disorders, bipolar disorders, and learning and memory disorders, comprising administering to a

subject a therapeutically effective amount of a compound of claim 1, 21, or 45.

59. (previously amended) A method for treating upper airway allergic response, nasal congestion, or allergic rhinitis, comprising administering to a subject a therapeutically effective amount of a compound of claim 1, 21, or 45.